

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

October 23, 2006

RECORDATION NO. 24706-2 FILED

OCT 24 '06

10-35 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are four (4) originals and two (2) photocopies of a Memorandum of Lease for Rider No. 6-2 dated May 16, 2006, to the Lease Agreement dated as of October 1, 2003, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document supersedes the Memorandum which was filed on May 30, 2006 under Recordation Number 24706-I as it pertains to railcars bearing reporting marks and numbers AOK 28200 through AOK 28299, inclusive.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Company LLC
formerly known as Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Wisconsin Central Ltd.
c/o Canadian National Railway
935 de la Gauchetiere St West
Montreal, Quebec H3B 2M9
Canada

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) 73-foot, 286,000 lb. GRL riserless deck center partition railcars marked and numbered AOK 28200 through AOK 28299, inclusive.

Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams

October 23, 2006

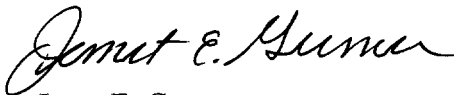
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Kindly return three stamped originals and two stamped copies of the enclosed document to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Memorandum of Rider No. 6-2 dated as of May 16, 2006, to a Lease Agreement dated as of October 1, 2003 between Greenbrier Leasing Company LLC, Lessor, and Wisconsin Central Ltd., Lessee.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Germer".

Janet E. Germer
Executive Assistant

jeg
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 24706-L FILED

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

***GREENBRIER LEASING COMPANY LLC,
formerly known as Greenbrier Leasing Corporation ("LESSOR")***

AND

WISCONSIN CENTRAL LTD. ("LESSEE")

OCTOBER 1, 2003

RIDER NO. 6-2

MAY 16, 2006

Memorandum of Rider No. 6-2 dated effective May 16, 2006 to a Lease Agreement made and entered into as of October 1, 2003 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor") and Wisconsin Central Ltd., an Illinois corporation ("Lessee"). This Memorandum of Lease supersedes that certain Memorandum of Lease filed with the Surface Transportation Board on May 30, 2006, under Recordation Number 24706-I and filed with the Registrar General of Canada on June 2, 2006 at 2:58 p.m., as it pertains to railcars bearing reporting marks and numbers AOK 28200 through AOK 28299, inclusive.

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred (100) 73-foot, 286,000 lb. GRL riserless deck center partition railcars bearing marks and numbers AOK 28200 through AOK 28299, inclusive.
2. The Lease Agreement and Rider No. 6-2 shall be effective as of the dates first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Rider No. 6-2, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING COMPANY LLC

By: _____

Title: _____

Domino M. Webb
Executive Vice President

Date: _____

10/20/06

LESSEE: WISCONSIN CENTRAL LTD.

By: _____

Title: _____

Senior Manager Asset Finance

Date: _____

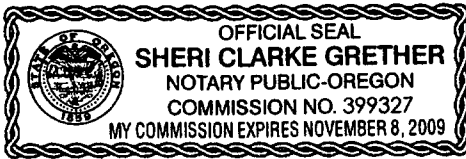
10/19/06

STATE OF OREGON

COUNTY OF CLACKAMAS

)
) ss.
)

On this 20th day of October, 2006, before me personally appeared Norris M. Webb, to me personally known, who being by me duly sworn, says that ~~he~~ is the Executive Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and ~~he~~ acknowledged that the execution of the said instrument was ~~her~~ his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: 11-8-2009

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

)
) ss.
)

On this 19th day of October, 2006, before me personally appeared John Lamont, to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of Wisconsin Central Ltd. and that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

John Lamont
Attorney

Bar Number: 188726-2